

**CERTIFICATE OF INCORPORATION
OF
NAVARITI, INC.**

The undersigned, a natural person, for the purpose of organizing a corporation not for profit and without authority to issue capital stock under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and acts amendatory thereof and supplemental thereto. And known, identified and referred to as the "General Corporation Law of the State of Delaware"), hereby certifies that:

FIRST: The name of the corporation (hereinafter called the "corporation") is **NAVARITI, Inc.**

SECOND: The address, including street, number, city, and county, of the registered office of the corporation in the State of Delaware is 1013 Centre Road, Wilmington, Delaware 19805; and the name of the registered agent of the corporation in the State of Delaware at such address is Corporation Service Company, located in New Castle County.

THIRD: The nature of the purposes to be conducted by the corporation is to promote human development.

FOURTH: The corporation is not to have authority to issue capital stock

FIFTH: The name and mailing address of the incorporator are as follows:

**Vikram K. Akula
1493 Sandburg Drive
Schaumburg, Illinois 60173**

SIXTH: The duration of the corporation is to be perpetual.

SEVENTH: The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of § 102 of the General Corporation Law of the State of Delaware, as may be amended and supplemented.

EIGHTH: For the management of the business and for the conduct of the affairs of the corporation, and for the creation, definition, limitation, and regulation of the powers of the corporation and of its governing body and the member or members thereof, as the case may be, it is hereby provided:

1. After the original or other Bylaws of the corporation have been adopted, amended, or repealed, as the case may be, by the incorporator, the power to adopt, amend, or repeal the Bylaws of the corporation may be exercised by the Board of Directors of the corporation.

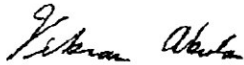
2. The activities and affairs of the corporation shall be managed by or under the direction of its governing body, which in this certificate of incorporation is referred to as a Board of Directors, although said Board may consist of only one member, and although the member or members of said governing body may be designated as a trustee or trustees, a manager or managers, a governor or governors, or otherwise under any provision of the Bylaws.
3. The number of directors constituting the initial whole Board of Directors shall be the number fixed in the original or initial Bylaws. Thereafter, the number of directors constituting the whole Board shall be fixed from time to time in the manner prescribed in the Bylaws. The phrase "whole Board" shall be deemed to mean the total number of directors which the corporation would have if there were no vacancy or vacancies.
4. A director shall have such qualifications as may be prescribed in the Bylaws. The initial Board of Directors shall be elected by the incorporator. Thereafter, each successive Board of Directors shall be elected by the members of the corporation; provided, that, in the interim between annual or special elections by such members, the directors in office, though less than a quorum, may fill any newly created directorship and any vacancy, including a vacancy which results from the removal of any director or directors by such members, but which is unfilled by such members.
5. Except as may otherwise be provided under the provisions of the General Corporation Law of the State of Delaware, any or all of the directors may be removed for or without cause by action of a majority of the members.
6. Any person who is or was a director, officer, agent, or employee of the corporation or is or was serving, at the request of the corporation, as a director, officer, agent, or employee of another corporation, trust, or enterprise shall be entitled to be indemnified by the corporation upon the same terms, under the same conditions and to the same extent as though he or she were a present or past director, officer, agent, or employee of a corporation of any type or kind organized under the General Corporation Law of the State of Delaware; provided that his or her conduct or action was in furtherance of, or in connection with, the exempt purposes of the corporation.
7. The corporation shall have one class of members. Each member shall be entitled to vote in the election of directors of the corporation, to vote for the adoption, amendment, or repeal of the Bylaws pursuant to the provisions of this certificate of incorporation and the provisions of the General Corporation Law of the State of Delaware, and to vote in such other proceedings as the General Corporation Law of the State of Delaware shall confer voting power on members entitled to vote in the election of directors of the corporation. A member shall be entitled to one vote in all proceedings in which a member is entitled as of right to vote under any of the provisions of the General Corporation Law of the State of Delaware and in all proceedings in which a member is entitled to vote under any provisions of this certificate of incorporation and of the Bylaws. Except as may be otherwise provided by the General Corporation Law of the State of Delaware, a majority of the members, or the sole member if there be only one, shall constitute a quorum at any meeting of members, and, except in the election of directors, a majority of the

votes cast, a quorum being present, shall be the act of said member or members. In the election of directors, at which voting need not be by ballot, a plurality of the votes cast shall elect. The Bylaws shall provide for the conditions of membership in the corporation.

8. Meetings of the members shall be held at such place within or without the State of Delaware as may be designated by or in the manner provided in the Bylaws. Except as the General Corporation Law of the State of Delaware or as this certificate of incorporation may otherwise provide, the Bylaws of the corporation shall or may provide, as the case may be, for the record date, time, call, lapse of period of time after notice, actual or constructive notice of meetings of said members or of actual or constructive waiver of notice thereof, the authority to vote, consent, or dissent in person or by proxy representation and the duration of any proxy, and the conduct of meetings, including provisions for the adjournment thereof.

NINTH: From time to time, and in furtherance of the purposes for which the corporation is being organized, any of the provisions of this certificate of incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the members of the corporation by this certificate or incorporation are granted subject to the provisions of this Article Ninth.

Signed on December 2, 1999
by:



Vikram K. Akula
Vikram K. Akula, Incorporator